

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

BRIAN TAUBMAN,

Case No. 1:23-cv-00648

Plaintiff,
vs.

Hon. David A. Ruiz
Mag. Judge James E. Grimes, Jr.

LADRX CORP.,
CYTRX CORP.,
STEPHEN SNOWDY, and
JOHN Y. CALOZ,

Defendants.

**DEFENDANTS' MOTION TO DISMISS FOR LACK OF PERSONAL
JURISDICTION AND FOR IMPROPER VENUE**

Defendants, LadRx Corp., CytRx Corp., Stephen Snowdy and John Y. Caloz ("Defendants"), by their attorneys, move under Federal Rule of Civil Procedure 12(b)(2) to dismiss Plaintiff, Brian Taubman's ("Plaintiff") complaint for lack of personal jurisdiction over the Defendants. As more fully explained in the accompanying brief, Defendants were not properly served, and they have no contact with the State of Ohio, much less sufficient contacts to establish personal jurisdiction over them for the purposes of this action.

Defendants also move to dismiss Plaintiff's complaint under Federal Rule of Civil Procedure 12(b)(3) because venue is improper in Ohio. As

explained in the accompanying brief, Plaintiff purports to bring this action derivatively on behalf of LadRx. LadRx's by-laws governing this dispute specify that "the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders" Accordingly, Plaintiff's complaint should be dismissed as the claims pled must be brought and decided in Delaware.

For these reasons, Plaintiff's entire complaint should be dismissed, and Defendants should be granted such further relief as the Court deems just.

Respectfully Submitted,

PLUNKETT COONEY

/s/ David L. Van Slyke

David L. Van Slyke (No. 0077721)

Matthew J. Boettcher (0074812)

716 Mt. Airyshire Blvd., #150

Columbus, Ohio 43235

Main: 614/629-3000

Direct: 614/629.3006

Fax: 248/901-4040

dvanslyke@plunkettcooney.com

mboettcher@plunkettcooney.com

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